

**MINNESOTA PUBLIC BENEFIT CORPORATION
ANNUAL BENEFIT REPORT OF
ELEMENT BOXING AND FITNESS, SBC**

Pursuant to Minn. Stat. 304A.301, the undersigned hereby swears to the veracity of the information herein, and submits the following as its Annual Benefit Report for 2018:

1. Corporate Name: ELEMENT BOXING AND FITNESS, SBC (the "Corporation")
2. The public benefit corporation's board of directors has reviewed and approved this report.
3. Pursuant to Minn. Stat. 304A.301, subd. 2, the annual benefit report is based on the Corporation's stated public benefit as listed in Article 2 of its Articles of Incorporation, which is: "To create, and provide access to, exercise programs to keep youth and adults in the Saint Paul community active" (the "Benefit"). The narrative description of the Corporation's activities is as follows:

- a. The Corporation pursued and created the Benefit by maintaining the youth development work from prior years, building on our competitive boxing and training program. In 2018, we focused on providing scholarships, free classes, and community partnerships. The Corporation provided 30 scholarships to students aged 6 to 17, comprising 24% of our total youth membership. We also received 60 Ramsey County Social Service Referrals to the Corporation's programs for children aged 6 to 16.

The Corporation also expanded its reach for adult students and the community at large, providing 12 competitive boxing scholarships, incorporating 8 community partnerships, and expanding the number of our Senior Strength program participants to 40 in the age 45+ category, and 25 in the age 65+ category.

To include more members from the community at large, the Corporation provides free memberships to 8 adults in exchange for service at the gym. The Corporation has also provided over 350 free trial classes, and over 800 hours of service by trainers and volunteers.

In addition to the Corporation's core staff and trainers, the Corporation used 8 Ambassadors and/or Influencers to provide publicity for the Corporation's public benefits, and employed 5 interns (age 15+) to give real-world business operation experience to people who are so interested.

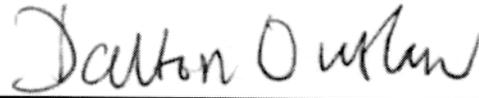
Element Boxing and Fitness, SBC continues to partner with other fitness/training professionals that share space and offer a variety of training services to both youth and adults. These partnerships help us serve thousands of community members on a yearly basis, and we expect it to increase greatly in 2019 due to the opportunity to take advantage of a large space expansion.

4. I, the undersigned, certify that I am the chief executive officer of this public benefit corporation. I further certify that I have signed this document no more than thirty (30)

days before the document is delivered to the secretary of state for filing, and that this document is current when signed. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

5. This entity does not own, lease, or have any financial in agricultural land or land capable of being farmed.

Dated: March 27, 2019



Dalton Outlaw
Dalton Outlaw
Chief Executive Officer

Please contact the following drafter
of this document with any questions:

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Steve Simon

Steve Simon
Secretary of State